

UNION PACIFIC RAILROAD COMPANY 9 220A011

345 PARK AVENUE



NEW YORK, N.Y. 10022

No.

Date AUG 8 1979

Fee \$10⁰⁰

KENDOR P. JONES
ASSISTANT EASTERN GENERAL COUNSEL

ICC Washington, D. C.

August 7, 1979

Hon. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 10612-A Filed 1425

AUG 8 1979 - 9 45 AM

INTERSTATE COMMERCE COMMISSION

Re: Equipment Trust Agreement, dated as of
June 1, 1979, between Morgan Guaranty
Trust Company of New York, as Trustee,
and Union Pacific Railroad Company;
Recordation No. 10612

Dear Mrs. Mergenovich:

Enclosed herewith are executed Counterparts
Nos. 1 through 6 of a First Supplemental Agreement,
dated as of July 1, 1979, between Morgan Guaranty
Trust Company of New York, as Trustee, and Union
Pacific Railroad Company, amending and supplementing
the above captioned Equipment Trust Agreement.

After filing and recordation, at least four
of the Counterparts should be returned to the undersigned
or given to the bearer of this letter.

Also enclosed is a check payable to the order
of the Interstate Commerce Commission in payment of the
fee associated with the filing and recordation of this
document.

Very truly yours,

Kendor P. Jones

KPJ:b
Encls.

FEE OPERATION BR.
I.C.C.

AUG 8 9 38 AM '79

RECEIVED

C. P. Jones
Ex. 10612-A

Interstate Commerce Commission
Washington, D.C. 20423

8/8/79

OFFICE OF THE SECRETARY

Kendor P. Jones
Assistant Eastern Gen. Counsel
Union Pacific RR. Co.
345 Park Avenue
New York, N.Y. 10022

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/8/79 at 9:45am, and assigned re-recording number(s). 10612-A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

This First Supplemental Agreement has been executed
in 10 original counterparts of which this is
counterpart 1

FIRST SUPPLEMENTAL AGREEMENT, DATED AS OF
JULY 1, 1979, BETWEEN MORGAN GUARANTY
TRUST COMPANY OF NEW YORK, TRUSTEE, AND
UNION PACIFIC RAILROAD COMPANY

RECORDATION NO. 10612-A Filed 1425
AUG 8 1979 -9 45 AM
INTERSTATE COMMERCE COMMISSION

This FIRST SUPPLEMENTAL AGREEMENT, dated as of
July 1, 1979, between MORGAN GUARANTY TRUST COMPANY OF NEW
YORK, a New York trust company, as Trustee (hereinafter
called the Trustee), and UNION PACIFIC RAILROAD COMPANY, a
Utah corporation (hereinafter called the Company).

WITNESSETH:

WHEREAS, the Trustee and the Company have hereto-
fore entered into an Equipment Trust Agreement, dated as of
June 1, 1979 (hereinafter called the Agreement), which was
filed and recorded pursuant to Section 11303 of the Revised
Interstate Commerce Act (hereinafter called the Act) on
July 10, 1979, and assigned Recordation No. 10612; and

WHEREAS, Section 8.4 of the Agreement provides
that the Company and the Trustee may, in the event that no
equipment trust certificates have been issued or are out-
standing under the Agreement, amend, supplement or delete
any of the provisions of the Agreement; and

WHEREAS, no equipment trust certificates have
been issued or are outstanding under the Agreement as of
the date hereof, and the Company and the Trustee desire to

execute and deliver this First Supplemental Agreement for the purpose of amending the Description of Trust Equipment (hereinafter called the Description of Trust Equipment) set forth as Schedule A thereto;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto agree that the Agreement be, and it hereby is, amended as follows:

1. There is hereby deleted from the Description of Trust Equipment the following reference:

25 3000 HP SD-40-2 Diesel-electric
road freight locomotives, General
Motors Corporation (Electro-Motive
Division), builder, to be numbered
UP 8075 to UP 9088, both inclusive \$699,900 \$17,497,500

2. There is hereby inserted in the Description of Trust Equipment the following reference:

10 3000 HP SD-40-2 Diesel-electric
road freight locomotives, General
Motors Corporation (Electro-Motive
Division), builder, to be numbered
UP 3574 to UP 3583, both inclusive 698,600 6,986,000

15 3000 HP SD-40-2 Diesel-electric
road freight locomotives, General
Motors Corporation (Electro-Motive
Division), builder, to be numbered
UP 8075 to UP 8089, both inclusive. 699,900 10,498,500

3. There is hereby deleted from the Description of Trust Equipment the following:

"TOTAL \$25,557,500"

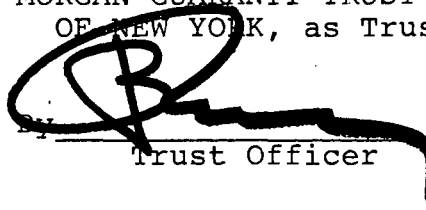
and inserted in lieu thereof the following:

"TOTAL \$25,544,500"

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their officers thereunto duly authorized and their corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

[SEAL]

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK, as Trustee


Trust Officer

ATTEST:

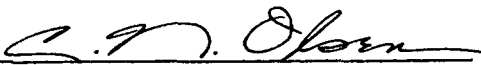

Assistant Trust Officer

[SEAL]

UNION PACIFIC RAILROAD COMPANY

By 
Vice President

ATTEST:


Secretary